

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
MARK IV INDUSTRIES, INC., et al., : Case No. 09-12795 (SMB)
:
Debtors. : (Jointly Administered)
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**ORDER APPROVING THE (I) IMPLEMENTATION OF THE
KEY EMPLOYEE INCENTIVE PLAN AND (II) CONTINUATION
OF THE ANNUAL INCENTIVE COMPENSATION PLAN**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”)² for an order approving the (a) implementation of the Debtors’ proposed key employee incentive compensation plan and (b) continuation of the Debtors’ fiscal year 2010 incentive compensation plan; and due and proper notice of the Motion having been provided; and it appearing that no further notice need be provided; and the relief requested being in the best interest of the Debtors and their estates and creditors; and the Court having reviewed the Motion and the Debtors’ omnibus reply [Docket No. 411] to the objections thereto (the “Reply”); and the Court having heard the statements in support of the relief requested in the Motion at the hearing before the Court (the “Hearing”); and the Court having

¹ Capitalized terms used herein but not defined herein shall have the meaning ascribed to such terms in the Motion.

² The Debtors (along with the last four digits of each of their federal taxpayer identification numbers) are: Aerospace Sub, Inc. (7835); Armtek International Holding Company, Inc. (3145); Automatic Signal/Eagle Signal Corp. (0078); Dayco Products, LLC (8206); F-P Displays, Inc. (3765); F-P Technologies Holding Corp. (5274); Former Fuel Systems, Inc. (6178); Luminator Holding L.P. (8463); Luminator Service Inc. (3077); Mark IV Holdings, LLC (9139); Mark IV Industries, Inc. (3979); Mark IV Invesco, LLC (0896); Mark IV IVHS Holding Corp. (1674); Mark IV Pay Agent, Inc. (6834); Mark IV Transportation Technologies Holding Corp. (1626); NRD, LLC (8658); Seebreeze Wireless Holdings, L.P. (4388); and Woods Liquidating Corp. (3977).

reviewed the declaration of Douglas J. Friske [Docket No. 410] and the declaration of David Orlofsky [Docket No. 409] each filed in support of the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Debtors are authorized to take all necessary actions to implement the KEIP, but only with respect to the Key Employees described in paragraph 12(f) of the Motion, on the terms and conditions set forth in the Motion (as modified by this Order).

2. The Debtors are authorized to take all necessary actions to continue the AICP for all AICP Participants (other than the Key Employees described in paragraphs 12(a) through 12(e) of the Motion) on the terms and conditions set forth in the Motion (as modified by this Order).

~~3. The claim to payment to which each Key Employee and AICP Participant authorized by this Order to participate in the KEIP and/or AICP is entitled shall be accorded administrative expense status and priority under sections 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code.~~ **SMB 8/24/09**

4. Nothing herein shall prejudice the rights of the Key Employees described in paragraphs 12(a) to 12(e) of the Motion to participate in the KEIP and/or AICP if permitted upon further order of this Court.

5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
August 24, 2009

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE